

6100904021

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
(202) 393-2266  
FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

19576-B C + D  
RECORDATION NO. FILED 1/2/96

DEC 27 1995 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

December 27, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) duly executed copies of (1) a Memorandum of Master Equipment Lease Agreement relating to Lease Schedule No. 31953-03 ("Memorandum 03"); (2) a Memorandum of Master Equipment Lease Agreement relating to Lease Schedule No. 31953-04 ("Memorandum 04"); and (3) a Memorandum of Master Equipment Lease Agreement relating to Lease Schedule No. 31953-05 ("Memorandum 05"), each dated as of December 26, 1995, all secondary documents, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Master Equipment Lease Agreement, dated as of August 24, 1995 duly filed with the Commission under Recordation Number 19576.

The names and addresses of the parties to each of the enclosed documents are:

Lessor: Fleet Credit Corporation  
50 Kennedy Plaza, Fifth Floor  
Providence, Rhode Island 02903

Counterparts - Elnor M. L.

RECEIVED  
OFFICE OF THE  
SECRETARY  
DEC 27 1 47 PM '95  
SENSITIVE BRANCH

Mr. Vernon A. Williams  
December 27, 1995  
Page 2

Lessee: AG Processing Inc A Cooperative  
12700 West Dodge Road  
Omaha, Nebraska 68103

A description of the railroad equipment covered by the enclosed documents is:

As to Memorandum 03 – one hundred (100) triple covered hopper cars manufactured by Trinity Industries, Inc. and bearing reporting marks and road numbers AGPX 95200 through AGPX 95299 inclusive.

As to Memorandum 04 – one hundred (100) triple covered hopper cars manufactured by Trinity Industries, Inc. and bearing reporting marks and road numbers AGPX 95300 through AGPX 95399 inclusive.

As to Memorandum 05 – one hundred (100) triple covered hopper cars manufactured by Trinity Industries, Inc. and bearing reporting marks and road numbers AGPX 95400 through AGPX 95499 inclusive.

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 19576-B FILED 1995

DEC 27 1995 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

Filed and Recorded with the  
Interstate Commerce Commission

on \_\_\_\_\_  
at \_\_\_\_\_  
and given Recordation No. \_\_\_\_\_

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of  
August 23, 1995 by and between Fleet Credit Corporation, a Rhode Island  
corporation ("Lessor") and AG Processing Inc A Cooperative, an Iowa  
corporation ("Lessee"), as such agreement relates to Lease Schedule No.  
31953-03 thereof (together, the "Lease").

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee,  
and the Lessee has agreed to lease from the Lessor, One Hundred(100)  
new C.F. Triple Covered Hopper Railcars bearing the Reporting  
Marks/Running Numbers and Serial Numbers set forth on Schedule A  
attached hereto.

2. The Lease shall be effective as of the date set forth below and  
shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this  
Memorandum of Master Equipment Lease Agreement to be signed and sealed  
by their respective duly authorized signatories as of the date set  
forth below.

Dated as of: 12/26, 1995

Lessor:  
Fleet Credit Corporation  
By: Lina M. Ferruolo  
Name: LINA M. FERRUOLO  
Title: Assistant Vice President

Lessee:  
AG Processing Inc A Cooperative  
By: K.S. Grubbe  
Name: K.S. Grubbe  
Title: Group Vice President-Finance  
& Chief Financial Officer

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On 22nd of December before me, Sandra Beonant  
(Notary Name and Title)

personally appeared Lina M. Ferruolo, AVP personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Sandra Beonant  
(Notarial Seal)

STATE OF: NEBRASKA

SS.

COUNTY OF: DOUGLAS

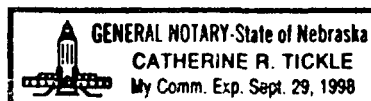
On December 26, 1995 before me, Catherine R. Tickle  
(Notary Name and Title)

personally appeared K.S. Grubbe personally known  
to me (or proved to me on the basis of satisfactory evidence) to be the  
person(s) whose name(s) is/are subscribed to within the instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Catherine R. Tickle

(Notarial Seal)



## FLEET CREDIT CORPORATION

## SCHEDULE A EQUIPMENT

Attached to and made a part of the following documents: True Lease Schedule No. 32008-03,  
Acceptance Certificate and UCC-1 Financing Statements

With: AG Processing Inc A Cooperative

Depreciable Life of Equipment is 7 Years

<u>Qty.</u>	<u>Description of Equipment and Life</u>	<u>Model No.</u>	<u>Rail Marks</u>
100	5127 C.F. Triple Covered Hopper Railcars Manufacturer: Trinity Industries, Inc.  With all standard and accessory equipment		AGPX95200 thru AGPX95299

FLEET CREDIT CORPORATION

By: Lina M. Ferruolo

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LINA M. FERRUOLO

Assistant Vice President

AG Processing Inc A Cooperative

By: K.S. Grubbe

Name: \_\_\_\_\_

Title: Group Vice President-Finance,  
& Chief Financial Officer

FLEET CREDIT CORPORATION

SCHEDULE A-1  
EQUIPMENT LOCATION

Attached to and made part of the following documents: True Lease  
Schedule No. 32008-03, Acceptance Certificate, and UCC-1 Financing  
Statements.

With: AG Processing Inc A Cooperative

Location 01:

AG Processing Inc. A Cooperative  
Port Neal Industrial Area  
Sergeant Bluff, IA 51054-2000

FLEET CREDIT CORPORATION

By: *Lina M. Ferruolo*

Name: LINA M. FERRUOLO

Title: Assistant Vice President

AG Processing Inc A Cooperative

By: *K.S. Grubbe* *gk*

Name: K.S. Grubbe

Title: Group Vice President-Finance  
& Chief Financial Officer